

## NOTICE

Notice is hereby given that the **Twenty-Third (23<sup>rd</sup>)** Annual General Meeting (AGM) of the Members of **M/s. J.G.Chemicals Limited** ("the Company") will be held on Thursday, the 19th day of September 2024, at 2.00 p.m. Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility, to transact following business as set out herein:

### ORDINARY BUSINESS:

**Item No. 1:** To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT,** the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

**Item No. 2:** To appoint a Director in place of Mr. Anuj Jhunjhunwala (DIN: 00234926), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Anuj Jhunjhunwala (DIN: 00234926), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS

**Item No. 3: Reappointment of Mr. Ashok Bhandari as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, read along with Schedule IV of the Companies Act, 2013, (the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, and any other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mr. Ashok Bhandari (DIN: 00012210) who was appointed as an Independent Director of the Company for a term of two years commencing from July 1st 2022 up to June 30th, 2024 (Both days inclusive) & who being eligible for reappointment as an Independent Director has given his consent along with a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and the rules made thereunder and Regulation 16(1)(b) of "SEBI Listing Regulations and in respect of whom the Company has received a Notice from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of an Independent Director and based on the recommendation of the Nomination & Remuneration Committee, Board of Directors of the Company be and is hereby reappointed as an Independent Director

of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years on the Board of the Company from July 1st 2024 up to June 30th 2029 (both days inclusive.)

**RESOLVED FURTHER THAT,** any of the Directors of the Company or Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and thing as may be necessary and expedient for the purpose of giving effect to this resolution."

**Item No. 4: Reappointment of Mr. Sukanta Nag as an Independent Director**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, read along with Schedule IV of the Companies Act, 2013, (the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, and any other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mr. Sukanta Nag (DIN: 08696001) who was appointed as an Independent Director of the Company for a term of two years commencing from July 1st 2022 up to June 30th, 2024 (Both days inclusive) & who being eligible for reappointment as an Independent Director has given his consent along with a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and the rules made thereunder and Regulation 16(1)(b) of "SEBI Listing Regulations and in respect of whom the Company has received a Notice from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of an Independent Director and based on the recommendation of the Nomination & Remuneration Committee, Board of Directors of the Company be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years on the Board of the Company from July 1st 2024 up to June 30th 2029 (both days inclusive.)

**RESOLVED FURTHER THAT,** any of the Directors of the Company and Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and thing as may be necessary and expedient for giving effect to this resolution.

**Item No. 5: Reappointment of Mrs. Savita Agarwal as an Independent Director**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, read along with Schedule IV of the Companies Act, 2013, (the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, and any other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mrs. Savita Agarwal (DIN: 00062183) who was appointed as an Independent Director of the Company for a term of two years commencing from July 1st 2022 up to June 30th, 2024 (Both days inclusive) & who being eligible for reappointment as an Independent Director has given her consent along with a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and the rules made thereunder and Regulation 16(1)(b) of "SEBI Listing Regulations and in respect of whom the Company has received a Notice from a member under section 160 of the Companies Act 2013 proposing her candidature for the office of an Independent Director and based on the recommendation of the Nomination & Remuneration Committee, Board of Directors of the Company be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years on the Board of the Company from July 1st 2024 up to June 30, 2029 (both days inclusive.)

**RESOLVED FURTHER THAT**, any of the Directors of the Company and Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and thing as may be necessary, and expedient for giving effect to this resolution.

#### **Item No. 6: Approval of remuneration of Cost Auditors**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to ratify the remuneration of the Cost Auditor, M/s D. Banerjee & Associates, Cost Accountants, (Firm Registration Number: 003850) appointed as the Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, at remuneration as may be fixed by the Board.

**RESOLVED FURTHER THAT**, any of the Directors and Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and thing as may be necessary and expedient for giving effect to this resolution.

#### **Item No. 7: To Consider and ratify reappointment of Mr. Anirudh Jhunjunwala as Managing Director of the Company**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

#### **Registered office:**

Adventz Infinity@5, Unit No. 1511, Street No. 18 BN Block 15th Floor Sector V  
Salt Lake Kolkata -700091  
CIN: L24100WB2001PLC093380  
Ph: 033 44150100 | E-mail: cs@jgchem.com

Date: August 08, 2024

Place: Kolkata

2 | J. G. CHEMICALS LIMITED

**"RESOLVED THAT**, in pursuance of the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and as approved by the Board of Directors in their meeting held on 14th February, 2024 and such other approvals consents, permissions, sanctions as may be necessary, consent of the members of the Company be and is hereby accorded for the ratification for reappointment of Mr. Anirudh Jhunjunwala (DIN: 00234879) as a Managing Director and Key Managerial Personnel of the Company for a period of five years effective from 01st April, 2024 on such terms and conditions of appointment as may be decided by the Management.

**RESOLVED FURTHER THAT**, any of the Directors of the Company or Company Secretary, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings, applications and returns as, in its absolute discretion, it may be considered necessary, expedient or desirable, along with filing of necessary E-forms with the Registrar of Companies, including power to sub-delegate, in order to give effect to the foregoing resolutions or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit."

#### **Item No. 8: Approval for Material Related Party Transactions:**

To consider, and if thought fit to pass, with or without modification, the following resolution as a ordinary Resolution for approval of related party transactions:

**"RESOLVED THAT** pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the omnibus approval of the Audit Committee, the Related Party Transactions entered into by the Company with Related Parties in the ordinary course of business at arm's length basis during the Financial Year 2024-2025 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY 2023-24 be and are hereby ratified and approved.

**RESOLVED FURTHER THAT**, any of the Directors of the Company or Company Secretary, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings, applications and returns as, in its absolute discretion, it may be considered necessary, expedient or desirable, along with filing of necessary E-forms with the Registrar of Companies."

By Order of the Board of Directors  
**J.G.Chemicals Limited**

Sd/-  
**Swati Poddar**  
**CS & Compliance Officer**

**NOTES:**

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs ('MCA Circular') and all other circulars issued by MCA on account of outbreak of Covid-19 pandemic and in compliance with the provisions of the Companies Act, 2013, read with the rules made thereunder and SEBI Listing Regulations, the 23rd Annual General Meeting of the Members of the Company is being convened through Video Conference / Other Audio Visual Means (VC/OAVM), without the physical presence of members at a common venue. In view of the same, the registered office of the Company shall be deemed to be the venue of the AGM.
2. In compliance with the above MCA Circulars and SEBI Circular, Notice of the AGM along with the 23rd Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. Members may note that the Notice and 23rd Annual Report for FY 2023-24 will also be available on the website of the Company <https://www.jgchem.com/> and websites of the stock exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of Company's Registrar & Transfer Agent.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of Item No. 3, 4, 5, 6, 7, and 8 of the Notice, is annexed hereto.
4. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS SHALL NOT BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In terms of the provisions of Section 152 of the Companies Act, 2013 and rules made there under, Mr. Anuj Jhunjunwala (DIN: 00234926) Executive Director, is liable to retire by rotation at this Meeting and offers herself for reappointment.
7. Pursuant to Regulations 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 160 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS-2), details in respect of Director seeking appointment/reappointment of Directorship at 23rd AGM of the Company to be held on September 19, 2024 are provided in Annexure-1 of this Notice.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting at the time of AGM on the date of the AGM will be provided by NSDL. In terms of the MCA & SEBI Circulars, voting can be done only by Remote E-voting/ E-voting at the AGM. The Members are advised to use the E-voting procedure, as provided in the Notice.
 

**Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting Agency M/s. National Securities Depository Limited (NSDL).

**Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system that will be provided during the e-AGM by M/s. National Securities Depository Limited (NSDL).
9. The Company has notified closure of Register of Members and Share Transfer Books from Friday, September 13, 2024 to Thursday, September 19, 2024 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
10. Members may avail facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating any person to whom their shares in the Company shall vest in the event of their death.
11. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The Statutory Registers and the documents pertaining to the items of business to be transacted at the AGM are available for inspection in electronic mode.
13. For receiving all communication (including Annual Report) from the Company electronically: Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.

**1. OTHER INFORMATION**

1. Members holding shares in electronic mode are:
  - a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
  - b) advised to contact their respective DPs for registering nomination.
2. Non-Resident Indian members are requested to inform RTA/ respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.

- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
3. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents i.e. Kfin Technologies Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member(s).
  4. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
  5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/ her Depository Participant / the Company's Registrar & Share Transfer Agent as the case may be. Members who have not registered their e-mail address either with the Company or with the Depository are requested to register as soon as possible.
  6. Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Demat holder- Please contact your DP and register your email address, bank account details in your demat account, as per the process advised by your DP.

Members may also note that the 23rd Annual Report for the financial year 2023-24, will be available on the Company's website at <https://www.jgchem.com/>. For any communication, the members may also send requests to the Company's investor email id: [cs@jgchem.com](mailto:cs@jgchem.com)

## 2. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name.
2. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be

displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

3. Members of the Company holding shares in electronic form as on the cut-off date i.e Thursday September 12, 2024, may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as e-Voting during the AGM.
4. Any member(s) or non-individual member who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, September 12, 2024, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote.

In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under 'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode'

5. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
6. Members are encouraged to join the Meeting through Laptops for better experience.
7. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their

name, demat account number/folio number, email id, mobile number at cs@jgchem.com. The same will be replied by the company suitably.

10. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speakers by sending their request in advance at least 10 days prior to meeting, mentioning their name, Demat account number/folio number, email id, mobile number at company email id cs@jgchem.com.
11. The shareholders who do not wish to speak during the AGM but have queries, may send their queries in advance 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at company email id cs@jgchem.com. These queries will be replied to by the company suitably by email.
12. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

### 3. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of

SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jgchem.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and further extension provided in the latest MCA General Circular No. 9/2023 dated September 25, 2023.

### 4. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM THROUGH VC/OAVM ARE AS UNDER:-

The remote e-voting period begins on Sunday, 15th September, 2024 at 09:00 A.M (IST), and ends on Wednesday, 18th September, 2024 at 05:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date of i.e. 12th September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th September 2024.

A person who is not a Member as on the cut-off date should treat this Notice of the 23rd AGM for information purpose only. Once the vote on a Resolution is cast by the Member, the Member shall not allowed to change it subsequently.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
<b>a) For Members who hold shares in demat account with NSDL.</b>	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
<b>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c) For Members holding shares in Physical Form.</b>	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is..... then user ID is 001***

5. Password details for shareholders other than Individual shareholders are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.  
**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**A) How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**B) General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to karun@cskarun.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**C) THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Other Instructions:**

- (i) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th day of September, 2024.
- (ii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.



- (iii) Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Arun Kumar Khandelia has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
- (iv) During the 23rd AGM of the Company, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the 23rd AGM, formally propose to the Members not having already cast their votes by following the remote e-voting process and participating through VC/OAVM facility, to vote on the resolutions as set out in the Notice of the 23rd AGM of the Company. The facility of remote e-voting will continue to be available for 15 minutes pre and post conclusion of the meeting.
- (iv) The Scrutinizer shall after the conclusion of e-Voting at the 23rd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- (v) The Results of voting will be declared within 2 (two) working days from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.jgchem.com](http://www.jgchem.com) and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.

Members desiring to have any information relating to the accounts are requested to write to the Company at the e-mail id. [cs@jgchem.com](mailto:cs@jgchem.com) latest by 15th September, 2024 by 4 P.M. (IST) so that the company can reply accordingly.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act"), the following explanatory statements sets out all material facts relating to the business mentioned under Item no. 3-7 of the accompanying Notice.

#### **Item No. 3**

Mr. Ashok Bhandari (DIN: 00012210) is currently an Independent Director of the Company, Member of the Audit Committee, Risk Management Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee.

Mr. Bhandari was appointed as an Independent Director of the Company by the Members at the 21st Annual General Meeting of the Company held on September 08, 2022 for a period of 2 (two) consecutive years commencing from July 1, 2022 upto June 30, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on June 29, 2024, proposed the re-appointment of Mr. Bhandari as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from July 1, 2024 upto June 30, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Bhandari is a Chartered Accountant from the Institute of Chartered Accountants of India. He was associated with Shree Cements Limited as group financial advisor since 1999 and is currently on the board of Skipper Limited, IFB Industries Limited, Rupa & Company Limited, Shree Capital Services Limited, Maharashtra Seamless Limited, N.B.I. Industrial Finance Company Limited, Shreecap Holdings Private Limited, Digvijay Finlease Limited and Ragini Finance Private Limited. He is serving on the Boards of reputed companies, including being Chairperson of the Audit Committees.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Bhandari qualifications and the rich experience of over two decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Bhandari continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Bhandari confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Bhandari has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Bhandari has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Bhandari has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Bhandari is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Bhandari fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.jgchem.com> and would also be made available for inspection to the Members of the Company upto Saturday, September 21, 2024, by sending a request from their registered email address to the Company at [cs@jgchem.com](mailto:cs@jgchem.com) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Bhandari as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Bhandari and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **Item No. 4**

Mr. Sukanta Nag (DIN: 08696001) is currently an Independent Director of the Company, Chairman of the Audit Committee and Risk Management Committee, and Member of Nomination & Remuneration Committee.

Mr. Nag was appointed as an Independent Director of the Company by the Members at the 21st Annual General Meeting of the Company held on September 08, 2022 for a period of 2 (two) consecutive years commencing from July 1, 2022 upto June 30, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on June 29, 2024, proposed the re-appointment of Mr. Nag as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from July 1, 2024 upto June 30, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Nag holds a Bachelors and Master's degree in Commerce from University of Calcutta. He holds a Certificate of Membership issued by Institute of Chartered Accountants of India and has successfully passed the final examination conducted by the Institute of Cost and Works Accountants of India and the Institute of Company Secretaries of India. Further, he has successfully passed the associate examination of the Indian Institute of Bankers. He was previously associated with many organisations including, Care Ratings Limited, as an Executive Vice-President and Infomerics Valuation and Rating Private Limited as Chief Executive Officer and is presently associated with Riskman Consulting LLP.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Nag qualifications and the rich experience of over two decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Nag continues to possess the identified core skills, expertise and competencies fundamental for effective functioning

in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Nag confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Nag has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Nag has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Nag has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Nag has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Nag fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.jgchem.com> and would also be made available for inspection to the Members of the Company upto Saturday, September 21, 2024, by sending a request from their registered email address to the Company at [cs@jgchem.com](mailto:cs@jgchem.com) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Nag as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Nag and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice

#### Item No. 5

Mrs. Savita Agarwal (DIN: 00062183) is currently an Independent Director of the Company, Chairman of the Nomination & Remuneration, and Member of Audit Committee.

Mrs. Agarwal was appointed as an Independent Director of the Company by the Members at the 21st Annual General Meeting of the Company held on September 08, 2022 for a period of 2 (two) consecutive years commencing from July 1, 2022 upto June 30, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on June 29, 2024, proposed the re-appointment of Mrs. Agarwal as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from July 1, 2024 upto June 30, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mrs. Agarwal is a Chartered Accountant by profession and holds a Certificate of Membership from the Institute of Chartered Accountants of India. Further, she also holds a Certificate of Registration from Insolvency and Bankruptcy Board of India to act as an insolvency professional. Presently, she is a partner at R. Kothari & Co. LLP, a practicing Chartered Accountants firm. She was previously associated with Knitwoth Exports Ltd., Kalpaturu Engineering Ltd., Mapple Commerce Pvt. Ltd and Manmohak Suppliers Private Limited. She has been associated with our Company since June 30, 2022.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mrs. Agarwal qualifications and the rich experience of over two decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mrs. Agarwal continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mrs. Agarwal confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Agarwal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Agarwal has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders

regarding appointment of Directors by the listed companies.

Further, Mrs. Agarwal has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Agarwal has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mrs. Agarwal is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mrs. Agarwal fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.jgchem.com> and would also be made available for inspection to the Members of the Company upto Saturday, September 21, 2024, by sending a request from their registered email address to the Company at [cs@jgchem.com](mailto:cs@jgchem.com) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mrs. Agarwal as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Agarwal and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to the Notice.

#### Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. D. Banerjee & Associates, the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 at remuneration as may be fixed by the board.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

#### Item No. 7

Mr. Anirudh Jhunjunwala was appointed by the Board of Directors

of the Company ("the Board") as a Promoter Director of the Company in the year 2001. In the Board Meeting held on 16th May, 2022, Mr. Anirudh Jhunjhunwala was re-designated as Managing Director of the Board from his existing term till 31st March, 2024. Accordingly, in the Board Meeting held on 14th February, 2024, based on the recommendation made by the Nomination and Remuneration Committee, Mr. Anirudh Jhunjhunwala was reappointed as the Managing Director of the Company for a period of five years, i.e., from 01st April, 2024 till 31st March, 2029 subject to the approval of the members in the ensuing Annual General Meeting as required under Section 196 and 197 of the Companies Act, 2013.

The Board, based on working experience of Mr. Anirudh Jhunjhunwala, considers that his association would be of immense benefit to the Company and it is desirable to avail services of him as the managing Director and accordingly recommends the resolution as set forth in Item no. 7 for the approval of the shareholders of the Company.

The approval of the Members is being sought to the terms and conditions of reappointment of Mr. Anirudh Jhunjhunwala as the Managing Director of the Company. The terms and conditions proposed are in line with what is necessary to continue to encourage efficient management. The proposed appointment and the terms and conditions of appointment are in accordance with the conditions specified in Schedule V to the Companies Act, 2013.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice in relation to ratification of reappointment of Mr. Anirudh Jhunjhunwala as the Managing Director of the Company, for the approval by the shareholders of the Company.

Except Mr. Anirudh Jhunjhunwala, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the

Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and the SS-2 on the General Meetings.

#### **Item No. 8**

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

The omnibus approval of the related party transactions with M/s. BDJ Oxides Pvt Ltd, Subsidiary Company, that has already been granted by the Audit Committee in its Meeting dated 08th May, 2024 may exceed ten percent of the annual consolidated turnover as per the last audited financial statements of the Company if considered individually or taken together with Previous transactions of the Financial Year. An ordinary Resolution is required to be passed by the Shareholders in the Annual General Meeting as per Regulation 23 of SEBI Listing Regulations to give effect to the same.

By Order of the Board of Directors  
**J.G.Chemicals Limited**

**Sd/-**  
**Swati Poddar**  
**CS & Compliance Officer**

Date: August 08, 2024  
Place: Kolkata

## ANNEXURE TO NOTICE OF AGM

Relevant details, in terms of Regulation 36 of the Listing Regulations, Section 152 of the Companies Act, 2013 and Secretarial Standards-2 on General Meeting, in respect of the Directors seeking appointment/proposed for re-appointment at this Annual General Meeting are as follows:-

Name of the Director	Anirudh Jhunjhunwala	Ashok Bhandari	Sukanta Nag	Savita Agarwal
Director Identification Number	00234879	00012210	08696001	00062183
Date of Birth	February 02,1979	February 02,1953	December 02,1959	June 22,1972
Age	43 Years	71 Years	65 Years	55 Years
Qualifications	MBA from Warwick University, U.K.; B.Com from Calcutta University	B.Com & Chartered Accountant	B.Com, CS, CA, ICWA, CAIIB & M.Com	B.Com & Chartered Accountant
Expertise in Specific functional Areas	He holds a bachelors' degree of Commerce from Calcutta University and holds a master's degree in business administration from University of Warwick. He is responsible for the overall business activities of the Company. He has been associated with our Company since its incorporation and has over 20 years of experience in chemical and speciality chemical industry.	He is a chartered accountant by profession and holds a certificate of membership from the Institute of Chartered Accountants of India. He has over 25 years of experience as financial advisors in Shree Cement.	He holds a bachelors and master's degree in commerce from University of Calcutta. He holds a certificate of membership issued by Institute of Chartered Accountants of India and has successfully passed the final examination conducted by the Institute of Cost and Works Accountants of India and the Institute of Company Secretaries of India. Further, he has successfully passed the associate examination of the Indian Institute of Bankers. He was previously associated with many organisations including, Care Ratings Limited, as an Executive Vice-President and Infomerics Valuation and Ratings Private Limited as Chief Executive Officer	She is a chartered accountant by profession and holds a certificate of membership from the Institute of Chartered Accountants of India. Further, she also holds a certificate of registration from Insolvency and Bankruptcy Board of India to act as an insolvency professional. Presently, she is a partner at R. Kothari & Co. LLP, a practicing Chartered Accountants firm
Date of First Appointment	28th June, 2001	30th June, 2022	30th June, 2022	30th June, 2022
Remuneration last drawn during FY 2023-24 and Remuneration Proposed to be paid	<b>Remuneration Last Drawn:</b> 12,50,000 Per Month (Exclusive of Perquisites) <b>Remuneration proposed to be paid:</b> Remuneration will remain same as approved by the members at AGM held on September 08,2022	Will be entitled to Sitting Fees for attending the Board and Committee Meetings of the Company	Will be entitled to Sitting Fees for attending the Board and Committee Meetings of the Company	Will be entitled to Sitting Fees for attending the Board and Committee Meetings of the Company

Shareholding in the Company (as on March 31, 2024)	41,60,000 Equity Shares	Nil	Nil	Nil
No. of Board Meetings attended during the financial year 2023-24	10	10	6	6
Age	43 Years	71 Years	65 Years	55 Years
List of listed Companies in which Directorships held as on 31st March, 2024	NIL	i. Rupa & Company Limited ii. Skipper Limited iii. IFB Industries Limited iv. Maharashtra Seamless Limited v. N.B.I. Industrial Finance Company Ltd	NIL	i. Intrasoft Technologies Limited
Chairman/ Member of the Committee of the Board of other listed Companies in which he is a Director as on 31st March, 2024	NIL	i. Member of Audit, NRC & Risk Management Committee and Chairman of Stakeholders Relationship Committee of Rupa & Company Limited. i. Member of Audit and Nomination & Remuneration Committee of Skipper Limited. ii. Member of Audit, CSR & Stakeholders Relationship Committee and Chairman of Nomination & Remuneration Committee of IFB Industries Limited. iii. Member of Audit & Risk Management Committee and Chairman of Nomination & Remuneration Committee of Maharashtra Seamless Limited. iv. Chairman of ALCO Committee (RBI related) of N.B.I. Industrial Finance Company Ltd	NIL	i. Member of Nomination & Remuneration Committee and Chairman of Audit Committee of Intrasoft Technologies Limited
Relationship with other Directors and KMPs of the Company	Mr. Anirudh Jhunjunwala is a son of Mr. Suresh Jhunjunwala, Executive Chairman & Whole-time Director and brother of Mr. Anuj Jhunjunwala, Whole-time Director & Chief Financial Officer of the Company.	Nil	Nil	Nil
Terms and conditions of appointment or re-appointment	Continue to act as a Managing Director for 5 years of the Company.	Proposed to be re-appointed as Non-Executive Independent Director for a term of 5 consecutive years	Proposed to be re-appointed as Non-Executive Independent Director for a term of 5 consecutive years	Proposed to be re-appointed as Non-Executive Independent Director for a term of 5 consecutive years

\* Excluding Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013

**For J.G.Chemicals Limited**

**Sd/-  
Swati Poddar  
Company Secretary & Compliance Officer**

Date: August 08, 2024  
Place: Kolkata